

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

YOGAWORKS, INC., et al.,

Debtors.¹

Chapter 11

Case No. 20-12599 – KBO

(Joint Administration Requested)

RE: D.I. 10

CERTIFICATION OF COUNSEL

I, Thomas J. Francella, Jr., Esquire, proposed Delaware counsel to the above captioned debtors and debtors in possession (the “Debtors”), hereby certifies as follows:

1. On October 15, 2020, the Debtors filed a Motion Pursuant to Sections 105, 361, 362, 363, 364, and 507 of the Bankruptcy Code, Bankruptcy Rule 4001, and Local Rule 4001-2, for Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Liens and Super-Priority Claims an Adequate Protection; (III) Modifying the Automatic Stay; (IV) Approving Debtors’ Assumption of and Entry Into the Restructuring Support Agreement; and (V) Granting Related Relief [D.I. 10; Filed 10/15/2020] (the “DIP Motion”).

2. Attached to the DIP Motion was a proposed interim order granting the relief requested in the DIP Motion on an interim basis (the “Interim DIP Order”).

3. Since filing the DIP Motion, proposed counsel for the Debtors has received comments on the Interim DIP Order from the Office of the United States Trustee and other interested parties (the “Comments”). As a result, the Debtors have made revisions to the Interim DIP Order to address the Comments (the “Revised Interim DIP Order”). Attached hereto as

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number is (1) YogaWorks, Inc., a Delaware corporation (9105); and (2) Yoga Works, Inc., a California corporation (0457).DIP
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Exhibit “A” is a redline comparing the Interim DIP Order to the Revised Interim DIP Order.

Attached hereto as **Exhibit “B”** is a clean copy of the Revised Interim DIP Order.

WHEREFORE, the Debtors respectfully request the entry of the Revised Interim DIP Order attached hereto as **Exhibit “B”**.

Dated: October 16, 2020
Wilmington, Delaware

COZEN O’CONNOR

/s/ Thomas J. Francella, Jr.

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